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RECORDATION NO. FILED 1425

DEC 28 1981 -2 00 PM

INTERSTATE COMMERCE COMMISSION

**FRUIT GROWERS EXPRESS COMPANY
EQUIPMENT TRUST OF 1971**

SERIES TT

Supplemental Agreement

Dated as of September 28, 1981

THE RIGGS NATIONAL BANK OF WASHINGTON, D. C., *Trustee*

with

FRUIT GROWERS EXPRESS COMPANY

SUPPLEMENTAL AGREEMENT, made as of the 28th day of September, 1981, between THE RIGGS NATIONAL BANK OF WASHINGTON, D.C., a national banking association organized and existing under the laws of the United States of America, Trustee (hereinafter called "Trustee"), party of the first part, and FRUIT GROWERS EXPRESS COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called "Express Company"), party of the second part,

WITNESSETH:

WHEREAS, The Trustee and the Express Company entered into a certain Agreement dated as of the 15th day of March, 1971, whereunder the Express Company agreed to sell and deliver to the Trustee 300 railroad refrigerator cars, estimated by the Express Company to cost \$7,425,000, and as of the same date also entered into a certain Lease whereunder the Trustee let and leased the aforesaid refrigerator cars, described in the leasing clause, to the Express Company, said Agreement and Lease constituting Fruit Growers Express Company Equipment Trust of 1971, Series TT, and

WHEREAS, by Supplemental Agreement dated as of June 8, 1979, November 5, 1979, and May 5, 1981, a record was made of additional cars delivered to the Trustee and redelivered to the Company in replacement of cars previously destroyed, and

WHEREAS, refrigerator car RBNX 91193, previously delivered to the Trustee under said Trust has been sold, and the Express Company has sold and delivered to the Trustee in replacement thereof one railroad refrigerator car of equal or greater value and of as good material, character and construction as the refrigerator car so sold, and

WHEREAS, the Trustee has redelivered said refrigerator car to the Express Company and the Express Company has accepted the same, and it is desired to supplement the record of said Lease by adding thereto a description of said replacement car,

NOW, THEREFORE, IT IS AGREED AS FOLLOWS:

FIRST. The Trustee has let and leased and by these presents doth let and lease to the Express Company for the term, for the rent and upon the terms and conditions and covenants set forth in said Lease the following railroad equipment:

1 Class "A", 50-ft., 70-ton all steel refrigerator cars, Association of American Railroads Mechanical Designation "RBL", bearing letters and road number RBNX 99749, built in 1974.

SECOND. The recitals herein are made by the Express Company and not by the Trustee.

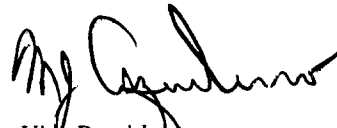
THIRD. This Supplemental Agreement shall not be construed as in any way amending said Agreement and Lease together constituting Fruit Growers Express Company Equipment Trust of 1971, Series TT, and said Agreement and Lease shall remain and be in full force and effect in accordance with their terms.

FOURTH. The Express Company hereby constitutes and appoints C.S. Hill, its President, to be its Attorney to execute and acknowledge this instrument in its name and as and for its corporate act and deed.

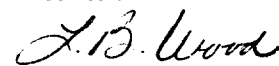
IN WITNESS WHEREOF, THE RIGGS NATIONAL BANK OF WASHINGTON, D.C., Trustee, party of the first part, and FRUIT GROWERS EXPRESS COMPANY, party of the second part, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested by their respective officers thereunto duly authorized as of the day and year first above written.

THE RIGGS NATIONAL BANK
OF WASHINGTON, D.C.,
Trustee,

By

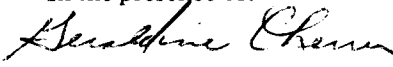
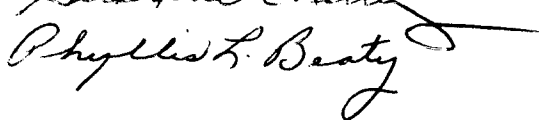

Sr. Vice President

Attest:


Trust Officer
~~Trust Administrative Officer~~

In the presence of:


(Seal)

Witnesses

FRUIT GROWERS EXPRESS COMPANY

By

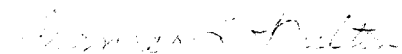

C.S. Hill
President

(Seal)

Attest:


Secretary

In the presence of:


Austin Chapman

Witnesses.

DISTRICT OF COLUMBIA, }
 CITY OF WASHINGTON, } SS.:

On the 15 day December 1981, before me personally came, M. J. AQUILINO, to me known, who being by me duly sworn, did depose and say that he resides at 508 Scott Drive Silver Spring Md that he is ^{3rd} Vice President of THE RIGGS NATIONAL BANK OF WASHINGTON, D.C., the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.

Paul J. Little
 Notary Public

MY COMMISSION EXPIRES
 NOVEMBER 14, 1986

DISTRICT OF COLUMBIA, }

CITY OF WASHINGTON, }

SS.:

On the *11th* day of *December*, 1981, before me personally came C. S. HILL, to me known, who being by me duly sworn, did depose and say that he resides at 5B 1 President Point Drive, Annapolis, Md.; that he is President of FRUIT GROWERS EXPRESS COMPANY, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; and that it was so affixed by authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.


Notary Public

L. W. MOFFETT, Notary Public
City of Washington, District of Columbia
My Commission Expires October 14, 1982